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ID Number: 16339



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
DEC 13 3 16 PM '04

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is NEWPORT HARBOR CORPORATION
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on May 18, 2004, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Resolved: That the Articles of Incorporation filed on May 7, 1923 and amended on July 16, 1996 shall be further amended to read as follows:

The total number of authorized shares shall be increased from one hundred thousand (100,000) shares of common stock to one million (1,000,000) shares of common stock.

The par value of the capital common stock shall no longer be "without par value". The capital common stock shall now have a par value of one cent per share.

3. The number of shares of the corporation outstanding at the time of such adoption was 11,008.4 shares; and the number of shares entitled to vote thereon was 11,008.4 shares.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Class

Number of Shares

common stock

11,008.4 shares

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By KMC
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5. The number of shares voted for such amendment was 9,357.7 shares; and the number of shares voted against such amendment was -0- shares

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
common	9,357.7 shares	-0- shares

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

Resolved: That the Articles of Incorporation filed on 5/7/23 & amended on 7/16/96 shall be further amended to read as follows: The total number of authorized shares of the capital stock shall be increased from 100,000 to 1,000,000 shares of common stock. The par value of the capital common stock shall no longer be "without" par value". The capital common stock shall now have a par value of one cent per share.

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

The stated capital of the corporation shall now be Ten Thousand Dollars (\$10,000).

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon the filing of these Articles of Amendment
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: December 9, 2004

NEWPORT HARBOR CORPORATION

Print Corporate Name

By [Signature]
☒ President or ☐ Vice President (check one)

AND
By [Signature]
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF NEWPORT

In Newport, on this 9th day of December, 2004 personally appeared before me J.T. O'Reilly and Alexander G. Walsh who, being by me first duly sworn, declared that he/she is the President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public CORA R. MURPHY
My Commission Expires: 11-11-2005



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

Date: 10/25/04

TO WHOM IT MAY CONCERN:

Re: Newport Harbor Corporation


It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

FINANCING

Very truly yours,


R. Gary Clark
Tax Administrator


Richard P. Smith, Chief
Compliance and Collections